

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re

**VERIFIED STATEMENT OF DAVIS POLK & WARDWELL LLP AND
PORTER HEDGES LLP PURSUANT TO FEDERAL RULE OF
BANKRUPTCY PROCEDURE 2019**

In connection with the above-captioned chapter 11 cases (the “Chapter 11 Cases”) commenced by Wesco Aircraft Holdings, Inc. (“Wesco Holdings”) and its affiliated debtors (collectively, the “Debtors”) on June 1, 2023 (the “Petition Date”), Davis Polk & Wardwell LLP (“Davis Polk”) and Porter Hedges LLP (“Porter Hedges” and, together with Davis Polk, “Counsel”) hereby submit this verified statement (this “Statement”) pursuant to Rule 2019 of the Federal Rules of Bankruptcy Procedure (“Bankruptcy Rule 2019”) with respect to Counsel’s representation of the ad hoc group (the “First Lien Noteholder Group”) formed by certain holders, or investment advisers or managers of holders (each, a “Member”) of 10.50% Senior Secured First Lien PIK Notes Due 2026 (the “1L Notes”) issued pursuant to that certain Indenture, dated as of March 28, 2022 (as amended, supplemented or otherwise modified from time to time, the “1L

¹ A complete list of the Debtors in these chapter 11 cases, with each one's federal tax identification number and the address of its principal office, is available on the website of the Debtors' noticing agent at <http://www.kccllc.net/incora/>. The service address for each of the Debtors in these cases is 2601 Meacham Blvd., Ste. 400, Fort Worth, TX 76137.

Indenture”), by and among Wesco Holdings, as issuer, the guarantors from time to time party thereto and Wilmington Savings Fund Society, FSB as trustee and collateral agent, for the benefit of the holders of the 1L Notes.

1. In or around February 2022, the First Lien Noteholder Group engaged Davis Polk to represent it in connection with potential transactions with or any restructuring of the Debtors. In or around March 2023, the First Lien Noteholder Group engaged Porter Hedges to act as co-counsel in the Chapter 11 Cases.

2. As of the date of this Statement, Counsel represents only the First Lien Noteholder Group, members of which group are also DIP Purchasers (as defined below). Counsel does not represent or purport to represent any entities other than the First Lien Noteholder Group in connection with the Chapter 11 Cases. In addition, the First Lien Noteholder Group does not claim or purport to represent any other entity and undertakes no duties or obligations to any entity.

3. The Members of the First Lien Noteholder Group, collectively, beneficially own or manage, or are the investment advisors or managers for funds that beneficially own or manage, (i) \$1,295,947,988 in aggregate principal amount of the 1L Notes; and (ii) \$2,779,851 in aggregate principal amount of the 9.00% Senior Notes Due 2026 (the “2026 Unsecured Notes”) issued pursuant to that certain Indenture, dated as of November 27, 2019 (as amended, supplemented, or otherwise modified from time to time, the “2026 Unsecured Notes Indenture”) .

4. The Members of the First Lien Noteholder Group are also the purchasers (the “DIP Purchasers”) of the “DIP Notes,” as defined and described in the *Debtors’ Emergency Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors To (A) Obtain*

Postpetition Financing and (B) Use Cash Collateral, (II) Granting Liens and Providing Superpriority Administrative Expense Claims, (III) Granting Adequate Protection to Prepetition Secured Parties, (IV) Modifying the Automatic Stay, and (V) Granting Related Relief [Docket No. 84], in an aggregate principal amount of \$300 million.

5. In accordance with Bankruptcy Rule 2019, the names, addresses, nature and amounts of all disclosable economic interests of each Member of the First Lien Noteholder Group is set forth in **Exhibit A** attached hereto. The information contained in **Exhibit A** is based upon information provided by the Members of the First Lien Noteholder Group to Counsel and is subject to change.

6. Upon information and belief formed after due inquiry, Counsel does not hold any claim against, or interests in, the Debtors or their estates, other than claims for fees and expenses incurred in representing the First Lien Noteholder Group. Davis Polk's address is 450 Lexington Avenue, New York, New York 10017. Porter Hedges' address is 1000 Main Street, 36th Floor, Houston, Texas 77002.

7. Counsel submits this Statement out of an abundance of caution, and nothing herein should be construed as an admission that the requirements of Bankruptcy Rule 2019 apply to Counsel's representation of the First Lien Noteholder Group.

8. Nothing contained in this Statement, including **Exhibit A** attached hereto, should be construed as (i) a waiver or release of any claims against the Debtors by any Member of the First Lien Noteholder Group, (ii) an admission with respect to any fact or legal theory or (iii) a limitation upon, or waiver of, any Member's right to file and/or amend a proof of claim in accordance with applicable law and any orders entered in the Chapter 11 Cases.

9. The undersigned verify that the foregoing is true and correct to the best of their knowledge.

10. Counsel reserves the right to amend or supplement this Statement.

11. The information contained herein is intended only to comply with Bankruptcy Rule 2019 and is not intended for any other use or purpose.

[Signature page follows.]

Dated: June 3, 2023

Respectfully submitted,

By: /s/ John F. Higgins

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**COUNSEL FOR THE FIRST LIEN NOTEHOLDER GROUP
AND DIP PURCHASERS**

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EXHIBIT A

Name	Address	Nature and Amount ¹ of Disclosable Economic Interest
Funds and/or accounts, or subsidiaries of such funds and/or accounts, managed, advised or controlled by PACIFIC INVESTMENT MANAGEMENT COMPANY LLC , or a subsidiary thereof	650 Newport Center Drive Newport Beach, CA 92660	<ul style="list-style-type: none"> • \$769,273,537 in aggregate principal amount of the 1L Notes • \$239,851.00 in aggregate principal amount of the 2026 Unsecured Notes
Funds and/or accounts, or subsidiaries of such funds and/or accounts, managed, advised or controlled by SILVER POINT CAPITAL, L.P. , or a subsidiary thereof	Two Greenwich Plaza, 1st Floor Greenwich, CT 06830	<ul style="list-style-type: none"> • \$526,674,451 in aggregate principal amount of the 1L Notes • \$2,540,000 in aggregate principal amount of the 2026 Unsecured Notes

¹ Amounts listed on this Exhibit A represent aggregate interests held by, or held by funds or accounts managed or advised by, the listed entities or their respective affiliates. Amounts listed on this Exhibit A do not include any claims for fees, expenses, accrued and unpaid interest, premiums, make-wholes, indemnification or any other amounts that may be owing under any indenture or other instrument, including any Note Document (as defined in the 1L Indenture). Certain amounts listed on this Exhibit A include unsettled trades and/or notes that are subject to outstanding repurchase transactions. Certain amounts disclosed herein include payment-in-kind (“PIK”) interest that has been paid on the notes.

All amounts are calculated as of June 1, 2023.